

EXHIBIT

33

EXECUTION VERSION

OFFICER'S CERTIFICATE

Dated: November 15, 2002

The undersigned hereby certifies that he is the duly elected and acting President and Chief Executive Officer of NorthWestern Energy, L.L.C., a Montana limited liability company (formerly known as The Montana Power, L.L.C., successor by merger to The Montana Power Company ("MPC") and President and CEO of NorthWestern Energy Division of NorthWestern Corporation, a Delaware corporation ("NorthWestern"), and is an Authorized Officer, as defined in the Indenture, dated as of November 1, 1996, between MPC, a corporation formed under the laws of the State of Montana, and The Bank of New York, as trustee (the "Trustee"), as supplemented by the First Supplemental Indenture, dated as of February 13, 2002, and the Second Supplemental Indenture, dated as of August 13, 2002, by and between NorthWestern Energy and the Trustee (collectively, the "Indenture"). He has read and is familiar with the covenants and conditions contained in the provisions in Articles 11 and 12 of the Indenture, the covenants and conditions provided for in the Indenture with respect to compliance with which this certificate is made, and the definitions in the Indenture relating thereto and has examined the various certificates and instruments prepared in compliance with said covenants and conditions, as well as the Asset and Stock Transfer Agreement, dated as of November 15, 2002, between NorthWestern Corporation, a Delaware corporation ("NorthWestern"), relating to the transfer of substantially all of the assets of NorthWestern Energy to, and the assumption of substantially all of the liabilities of NorthWestern Energy by NorthWestern (the "Transaction"), and, as to certain factual matters, information with respect to which is in the possession of NorthWestern Energy, or received from other officer or officers of NorthWestern Energy, and, in the opinion of the undersigned, he has made such examination and investigation as is necessary to enable him to express an informed opinion as to whether or not such covenants and conditions have been complied with and, in the opinion of the undersigned, such covenants and conditions have been complied with. He further certifies that:


1. The Transaction complies with Article 11 of the Indenture and all conditions precedent in the Indenture (including any covenants compliance with which constitutes a condition precedent) as they relate to the Transaction have been complied with.

2. The Third Supplemental Indenture, dated as of November 15, 2002 between NorthWestern and the Trustee (the "Supplement"), complies with Article 11 of the Indenture and all conditions precedent provided for in the Indenture as they relate to the Supplement (including any covenants compliance with which constitutes a condition precedent), including the execution and delivery of the Supplement by the parties thereto, have been complied with and the execution of the Supplement is authorized or permitted by the Indenture.

[Signature Page to Follow]

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Executed as of the date first written above.



Name: Michael J. Hanson
Title: President and Chief Executive Officer
of North Western Energy, L.L.C. and
President and CEO of Northwestern
Energy Division of North Western
Corporation